

MAR 28 1975 - 10 59 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of March 1, 1975, between TRUST COMPANY OF GEORGIA (hereinafter called the Company), and FLORIDA NATIONAL BANK AND TRUST COMPANY AT MIAMI (hereinafter called the Agent).

WHEREAS, by a Transfer Agreement dated as of October 1, 1972 (hereinafter called the Transfer Agreement) the Company transferred security title to certain railroad equipment described in Annex I thereto to the Agent;

WHEREAS, the Transfer Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on November 30, 1972 and assigned Recordation No. 6661-C;

WHEREAS, certain of the L&N Road Numbers appearing in Annex I of the Transfer Agreement were erroneously stated and the parties hereto desire to amend Annex I of the Transfer Agreement accordingly;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. Annex I of the Transfer Agreement ^{6661-C is reserved on 6661-F} is hereby amended to delete L&N Road Numbers 98256, 98375, 98384, 98412, 98436 and 98560 therefrom and to substitute L&N Road Numbers 98114, 98178, 98363, 98507, 98516 and 98527 therefor.

2. Except as amended hereby, the Transfer Agreement shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their duly authorized respective officers as of the day and year first above written.

TRUST COMPANY OF GEORGIA

By [Signature]
(CORPORATE SEAL) By Frank M. Weaver
Vice President

ATTEST:

[Signature]
Sr. V. P. & Secretary

FLORIDA NATIONAL BANK AND TRUST COMPANY AT MIAMI,
Agent

By [Signature]
(CORPORATE SEAL) V. P. Quinlan, Vice President

ATTEST:

[Signature]
E. S. Carter, Asst. Cashier

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

On this 13th day of March, 1975, before me personally appeared V. P. Quinlan, to me personally known, who, being by me duly sworn, says that he is a Vice President of FLORIDA NATIONAL BANK AND TRUST COMPANY AT MIAMI, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

STATE OF GEORGIA)
) SS:
COUNTY OF FULTON)

On this 10th day of March, 1975, before me personally appeared Frank M. Swan, to me personally known, who, being by me duly sworn, says that he is a Vice President of TRUST COMPANY OF GEORGIA, that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and each of whom acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.

Carole B. Smith

Notary Public

Notary Public, Georgia, State at Large
My Commission Expires Aug. 19, 1978